

## State of Delaware

## Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERISTAR CORPORATION", CHANGING ITS NAME FROM "VERISTAR CORPORATION" TO "INDIVOS CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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ASSIGNMENT  
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Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1298842

DATE: 08-16-01

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CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
VERISTAR CORPORATION


Veristar Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

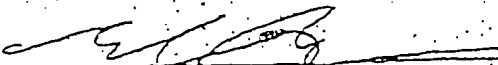
I. The amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth below has been adopted by the board of directors in accordance with the provisions of section 242 of the General Corporation Law of the State of Delaware.

II. Article I of the Corporation's Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"The name of this corporation is Indivox Corporation (the "Corporation")."

IN WITNESS WHEREOF, Veristar Corporation has caused this Certificate to be signed by Philip J. Gioia, its Chief Executive Officer, and Michael J. Biber, its Secretary, this 15 day of August, 2001.

  
Philip J. Gioia, Chief Executive Officer

  
Michael J. Biber, Secretary

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/15/2001  
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corporation record/indivox inc